

NEW CENTURY FINANCIAL CORP
 Form 4
 May 11, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
COLE ROBERT K

2. Issuer Name and Ticker or Trading Symbol
NEW CENTURY FINANCIAL CORP [NEW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 18400 VON KARMAN, SUITE 1000
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/09/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CEO

IRVINE,, CA 92612

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 05/09/2005 | | M | 186,709 A \$ 5 | 1,502,647 | D | |
| Common Stock | 05/09/2005 | | M | 29,730 A \$ 6.65 | 1,532,377 | D | |
| Common Stock | 05/09/2005 | | M | 52,845 A \$ 7.33 | 1,585,222 | D | |
| Common Stock | 05/09/2005 | | M | 28,467 A \$ 8.5 | 1,613,689 | D | |
| Common Stock | 05/09/2005 | | M | 3,165 A \$ 10.47 | 1,616,854 | D | |

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Common Stock 05/09/2005 S⁽¹⁾ 250,000 D \$ 46.55 1,366,854 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 5 ⁽²⁾ | 05/09/2005 | | M | 186,709 | ⁽³⁾ 05/24/2007 | Common Stock 186,709 |
| Stock Option (Right to Buy) | \$ 6.65 | 05/09/2005 | | M | 29,730 | ⁽⁵⁾ 09/04/2011 | Common Stock 29,730 |
| Stock Option (Right to Buy) | \$ 7.33 | 05/09/2005 | | M | 52,845 | ⁽⁶⁾ 06/25/2007 | Common Stock 52,845 |
| Stock Option (Right to Buy) | \$ 8.5 | 05/09/2005 | | M | 28,467 | ⁽⁷⁾ 02/10/2009 | Common Stock 28,467 |
| Stock Option (Right to Buy) | \$ 10.47 ⁽⁸⁾ | 05/09/2005 | | M | 3,165 | ⁽⁹⁾ 02/27/2012 | Common Stock 3,165 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

COLE ROBERT K

18400 VON KARMAN, SUITE 1000 X
IRVINE,, CA 92612

Chairman and CEO

Signatures

Jennifer Jewett

(Attorney-in-fact)

05/11/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 9, 2005.

This stock option grant was previously reported on a Form 3 filed on June 20, 1997 as covering 137,805 shares at an exercise price of \$7.50 per share. The reporting person exercised stock options covering 13,333 shares on December 27, 2002. On July 1, 2003, the stock options remaining under this stock option grant as of June 12, 2003, the record date of the 3-for-2 split, were adjusted to reflect the stock split.

(3) This stock option vested as to 100% of the total number of options on the grant date and the option is, therefore, currently exercisable.

(4) This column is not applicable.

This stock option grant vested 20% on September 4, 2002, the first anniversary of the grant date, with an additional 5% vesting on the last day of each succeeding quarter thereafter. The final 5% increment will vest on the fifth anniversary of the grant date. The portion of this stock option exercised by the reporting person on May 9, 2005 vested as follows: 780 shares on September 4, 2002 and 2,895 shares on last day of each succeeding quarter thereafter from December 31, 2002 to March 31, 2005.

(6) This stock option grant vested as to one-third of the total number of options on each of the first three anniversaries of the grant date. The final one-third increment vested on the third anniversary of the grant date and the option is, therefore, currently exercisable.

This stock option grant vested 20% on February 10, 2000, the first anniversary of the grant date, with an additional 5% vesting on the last day of each succeeding quarter thereafter. The final 5% increment vested on the fifth anniversary of the grant date and the option is, therefore, currently exercisable.

(8) This stock option grant was previously reported on a Form 4 filed on June 7, 2002 as covering 75,000 shares at an exercise price of \$15.71 per share. On July 1, 2003, the stock options remaining under this stock option grant as of June 12, 2003, the record date of the 3-for-2 split, were adjusted to reflect the stock split.

This stock option grant vested 20% on February 27, 2003, the first anniversary of the grant date, with an additional 5% vesting on the last day of each succeeding quarter thereafter. The final 5% increment will vest on the fifth anniversary of the grant date. The portion of this stock option exercised by the reporting person on May 9, 2005 vested as follows: 973 shares on March 31, 2004 and 2,192 shares on March 31, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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